

BARNES & THORNBURG LLP

One North Wacker Drive
Suite 4400
Chicago, Illinois 60606-2833 U.S.A.
E.I.N. 35-0900596
(312) 357-1313

LESLIE J. WEISS, TEMPORARY EQUITY RECEIVER FOR THE
NUTMEG GROUP, LLC
1 NORTH WACKER DR., SUITE 4400
CHICAGO, IL 60606

November 12, 2009
Invoice No. 1277617

Leslie J. Weiss

PAYABLE UPON RECEIPT

00050185-000001
RECEIVERSHIP ADMINISTRATION

For legal services rendered in connection with the above matter
for the period ending October 31, 2009 as described on the attached detail.

Fees for Services	\$	17,557.00
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Other Charges

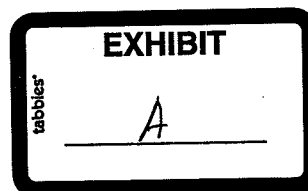
Courier Service - US Messenger & Logistics, Inc. to Chase Commercial Banking - 2511- 6271	5.66
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Courier Service - US Messenger & Logistics, Inc. to Chase Commercial Banking - 2511- 6271	5.66
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	\$	11.32
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TOTAL THIS INVOICE

	\$	<u>17,568.32</u>
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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/01/09	Leslie J. Weiss	Call with Mackie McFarlane; review emails; review mail; attention to bank account opening.	0.20
10/01/09	Cynthia M. Hendzel	Completed Form SS-4 for receivership (.4); Telephone calls with the Internal Revenue Service to obtain FEIN number (.6); Telephone call with Chase Bank regarding opening of bank account (.2); Complete Chase New Client Information Sheet and Form W-9 (1.3); Email bank account documents to Jamel Alikhan at Chase (.1).	2.60
10/05/09	Leslie J. Weiss	Confer with D. Thorne regarding receiver's report.	0.20
10/05/09	Cynthia M. Hendzel	Prepared bank account opening documents. (0.6)	0.60
10/06/09	Leslie J. Weiss	Call with A. Shoenthal (0.3); review draft of receiver report for court (0.4).	0.70
10/06/09	Cynthia M. Hendzel	Finalized bank account documents (.8); Telephone call with Stephanie Mahone at Chase regarding opening of bank account (.2); Sent documents to Chase via messenger (.1); Obtain account statements from Aegis Capital and Westpark Capital (.4); Telephone call with Kin Houston at Westpark regarding access to funds (.1).	1.60
10/07/09	Leslie J. Weiss	Call with Randall Goulding regarding Uniphed and return of general partner interest to Nutmeg (0.1); work on Receiver's interim Report for Court (0.9); review SEC 26(a) filings. (0.2)	1.20
10/07/09	Cynthia M. Hendzel	Conferred with Leslie Weiss and Deborah Horne regarding brokerage accounts (.1); Review brokerage account balances (.4); Create table showing current cash values of brokerage accounts (1.5).	2.00
10/08/09	Leslie J. Weiss	Call with R. Goulding on American Diversified (0.1); second call with R. Goulding (0.1); discuss Freedman settlement with D. Thorne (0.2); call with Ernest Remo (American Diversified) (0.1); call Ike Sutton - GoIP (0.1); review pleadings in SEC case (0.5).	1.10
10/08/09	Jennifer A. Kimball	Strategized with D. Thorne regarding manner of service of subpoenas and possible objection as to service (.30); researched relevant rules and federal case law regarding service of subpoenas and advised D. Thorne of same including lack of clear authority in ND IL (1.40).	1.70
10/08/09	Cynthia M. Hendzel	Calculate amount of monies received from sale of	2.30

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		various securities (.4); Revised Rule 144 paperwork (1.4); Sign up for online access with Ridge Clearing (.5).	
10/09/09	Leslie J. Weiss	Call with S. Nagler regarding Ryan Goulding Subpoena response; left second voicemail for Ike Sutton - GoIP.	0.10
10/11/09	Leslie J. Weiss	Review documents from SEC' discovery regarding Relief Defendants.	2.00
10/12/09	Cynthia M. Hendzel	Reviewed emails from Ridge Clearing regarding online account access.	0.10
10/13/09	Tina M. Paries	Appear in court for status.	1.30
10/14/09	Deborah L. Thorne	Multiple consultations with L. Weiss concerning J. Freedman matter, Hip Hop Soda Shop and telephone call with J. Freedman	0.70
10/14/09	Matthew P. Gregoline	Met with L. Weiss to discuss receivership and demand letters related to return of finder's fees.	0.30
10/15/09	Deborah L. Thorne	To Court regarding motion to settle with J. Freedman and confer with R. Moye concerning outstanding issues	1.00
10/15/09	Deborah L. Thorne	Multiple communications with Receiver regarding Jack Freedman motion approval, litigation strategy and analysis, outstanding subpoenas for Ryan Goulding and discussions with R. Moye	0.70
10/15/09	Deborah L. Thorne	Draft order authorizing settlement with J. Freedman	0.30
10/15/09	Matthew P. Gregoline	Reviewed documents related to finder's fees and termination agreement with Stealth Fund; prepared demand letters.	2.90
10/19/09	Leslie J. Weiss	Review Tiger Team files, review Financial Alchemy US Bank Statements (0.6), call with Susan Carlyle - investor (0.3), calls with Tim Ziola at Edward Jones regarding Gail Sheldon (0.3).	1.20
10/19/09	Matthew P. Gregoline	Reviewed Micro PIPE investment adviser agreement and related documents; drafted demand letter for Micro PIPE fees.	1.30
10/20/09	Leslie J. Weiss	Call with M. Young - investor (0.2); send and receive e-mails from Jackson Morris Plangraphics, review Plangraphics file (0.1), call with Kin Houston at West Park (0.2), leave message for Ike Sutton GOIP, two calls with A. Shoenthal at SEC regarding Sam Wayne	0.90

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		deposition and Crowe's fees (0.2). Call with R. Goulding regarding American Diversified (0.1); review Nutmeg 1099's for 2007 and 2008 (0.1).	
10/21/09	Tina M. Paries	Analysis of litigation claims with D. Thorne; Draft assignment in Financial Alchemy/Asia America matter; Review pleadings, motions and briefs filed in Financial Alchemy/Asia America matter to determine factual basis of lawsuit and status of litigation; Draft memorandum summarizing same.	2.00
10/21/09	Matthew P. Gregoline	Call from M. Liguori regarding finder's fee demand letter.	0.20
10/21/09	Cynthia M. Hendzel	Conferred with Leslie Weiss regarding check received for deposit (.1); Deposit check with Chase Bank (.4); Research regarding online verification for pink sheet stocks (.1).	0.60
10/22/09	Deborah L. Thorne	Review letter from Goulding regarding his cooperation and frustration with Receiver	0.20
10/22/09	Deborah L. Thorne	(Financial Alchemy) Confer with T. Paries regarding obtaining continuance for 6 weeks now that claim has been assigned	0.10
10/22/09	Cynthia M. Hendzel	Conferred with Leslie Weiss regarding Real American Brands common stock (.1); Prepared 144 paperwork for the Real American Brands common stock (2.1); Created check register for the receivership checking account (.3).	2.50
10/23/09	Leslie J. Weiss	Review information from several investors sent in response to receiver's letter (0.2); call with D. Aranovich (investor) (0.2); call with R. Goulding regarding finders' fees (0.1); review GoIP price on pink sheets (0.2); review GoIP Global opinion (0.1); call I. Sutton (0.1); prepare conversion notice (0.1).	1.00
10/23/09	Tina M. Paries	Appear in court for status hearing on Financial Alchemy/America Asia lawsuit; Send order to opposing counsel; E-mail to D. Thorne and L. Weiss regarding same.	1.50
10/23/09	Matthew P. Gregoline	Call with attorney for S. Zacharias regarding finder's fee demand letter.	0.20
10/26/09	Leslie J. Weiss	Two calls with A. Shoenthal (0.6); review Steven Nagler's response to Ryan Goulding's subpoena (0.1); review file on McClendon, Morrison & Partners; leave message for E. McClendon (1.0); email to R. Goulding	2.10

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		regarding finder's fees (0.1); review wire transfers (0.3).	
10/26/09	Leslie J. Weiss	Call with Dr. Gilbert Keates - Integrated Health; look up Integrated Health filings (0.6); call with Allen Kalkstein - Nutmeg investor (0.2).	0.80
10/26/09	Cynthia M. Hendzel	Prepared initial paperwork to open a checking account at Chase for Nutmeg Mercury (.8); Ordered checks for The Nutmeg Group LLC chase account (.1).	0.90
10/27/09	Leslie J. Weiss	Discuss J. Freedman with D. Thorne (0.2); call with Lindsay Richard regarding H. Altholtz (0.1); review brokerage statements (0.3); review email from Integrated Health (0.1); call with R. Moye and A. Shoenthal (0.3).	1.00
10/28/09	Timothy J. Riffle	Replied to Deborah Thorne's questions on receiver's tax filing responsibilities.	1.10
10/28/09	Leslie J. Weiss	Review corporate chart for Nutmeg Funds with CMH (0.2); attention to wage claims filed by David Goulding (0.2); attention to tax return issues (0.1); review Anthony Myer's (investor) response to letter (0.1); review Randall Goulding's motion (0.2); discuss tax issue with D. Thorne (0.1); attention to Investor letters; call with A. Shoenthal (0.1).	1.10
10/28/09	Deborah L. Thorne	Review interrogators served on The Nutmeg Group and consider whether Receiver has any obligation to respond(.7); Review motion regarding IRS and payroll taxes accruing prior to receivership (.6)	1.30
10/28/09	Deborah L. Thorne	Review tax issue with T. Riffle (.3); Review wage claim and multiple emails to N. Zeitler regarding pre-receivership wages (.5)	0.80
10/28/09	Cynthia M. Hendzel	Conferred with Leslie Weiss(.1); Telephone call with Jackson Morris regarding 144 opinion letter for the AccessKey stock held by Nutmeg Fortuna (.2); Reviewed 144 paperwork (.3); Requested cashier's check from Chase Bank for the 144 opinion (.2); updated check register (.1); Send Randall Goulding an email requesting information for the 144 opinion letter (.1); Research regarding the status of The Nutmeg Group LLC and the various funds in their states of organization and qualification and telephone calls with the Secretary of State of Illinois confirming status of the various Nutmeg entities (1.8); Prepared chart outlining corporate status for the various entities (1.1);	4.60

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		Email to Randall Goulding requesting 144 paperwork for the Real American Brands stock (.1); Finalize paperwork to open the Nutmeg Mercury account at Chase Bank (.4); Email account number to Leslie Weiss (.1); Leave message for National City Bank regarding transfer of funds to the new Chase account (.1).	
10/29/09	Leslie J. Weiss	Review letter to IL Department of Labor (0.3); review Randall's memo on AccessKey and HotWeb (0.4); respond to same (0.1); exchange emails with Jackson Morris (0.2); discuss pending matters with D. Thorne (0.2); review emails; call with A. Shoenthal regarding McClendon, Morris & Partners LLC (0.4); review Sanswire materials (0.3); call with Jackson Morris (0.1).	2.00
10/29/09	Cynthia M. Hendzel	Email to Randy Goulding regarding 144 opinion (.1); Conferred with Leslie Weiss regarding 144 opinion (.1); Telephone call with Patty of National City Bank Special Services Group regarding closing bank account (.1); Prepared letter to National City Bank requesting cashier's check for remaining balance (.2).	0.50
10/30/09	Leslie J. Weiss	Emails with Randall Goulding regarding AccessKey opinion (0.2); call with Mackey McFarlane regarding stock sales (0.2); call with A. Shoenthal (0.2); revise letter to Department of Labor regarding D. Goulding's wage claims (1.4); review investor letters (0.1).	2.10
10/30/09	Cynthia M. Hendzel	Fax request to National City Bank for funds (.1); Updated 144 paperwork for the Real American Brands stock (.3); Telephone calls to Ubistor, Hinckley Springs, XO communications informing them that The Nutmeg Group is under receivership and invoices will not be paid (.9); Fax copy of Order to the Wisconsin Department of Workforce Development (.1).	1.40
Fees for Services Total		\$	17,557.00

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November 12, 2009
Invoice No. 1277674

Paula K. Jacobi

PAYABLE UPON RECEIPT

00050185-000002

**SEC V. THE NUTMEG GROUP LLC, RANDALL GOULDING AND
DAVID GOULDING, DEFENDANTS AND DAVID GOULDING, INC.,
DAVID SAMUEL LLC, FINANCIAL ALCHEMY, LLC, ET AL.**

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/03/09	Deborah L. Thorne	Work on Receiver's Report.	1.00
10/04/09	Deborah L. Thorne	Work on Receiver's Report.	2.50
10/05/09	Deborah L. Thorne	Continue working on report - narrowing in on a review of all litigation (3.1); review Unimphyd case related to motion to amend complaint (.1).	4.10
10/05/09	Deborah L. Thorne	E-mail to Bank regarding copies of documents.	0.20
10/05/09	Deborah L. Thorne	Work on strategy to protect Receiver's interest on Unithyd case in light on motion to replace Nutmeg as plaintiff.	0.50
10/06/09	Deborah L. Thorne	Continue preparation of Receiver's Report and confer with Receiver regarding open issues; prepare exhibits.	2.30
10/06/09	Deborah L. Thorne	Review SEC rules regarding Receiver Report.	0.60
10/06/09	Deborah L. Thorne	Review litigation files for appearances and intervention in UniPhyd case; confer with T. Paries concerning background and intervention in UniPhyd.	0.40
10/06/09	Deborah L. Thorne	Review Receiver's Report.	1.70
10/06/09	Tina M. Paries	Analysis of litigation matters with D. Thorne; Review motion and order appointing receiver; Review rule of	0.60

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		civil procedure with respect to intervening.	
10/06/09	Matthew P. Tyrrell	Researched the procedure under Illinois law for an appointed receiver to intervene as a plaintiff in litigation pending in the Circuit Court of Cook County; began drafting petition to intervene.	1.70
10/07/09	Deborah L. Thorne	Telephone conference with Steve Nagler regarding Financial Alchemy v. Medical Services International and concerning discovery issues; draft letter to Nagler regarding discovery compliance.	0.60
10/07/09	Deborah L. Thorne	Telephone call to A. Shoenthal regarding accounting and Fund report.	0.20
10/07/09	Deborah L. Thorne	Revise report (1.50); telephone conference with R. Goulding concerning Financial Alchemy and assignment of interest to Receiver (.40).	1.90
10/07/09	Tina M. Paries	Review complaint filed by SEC to appoint receiver and memorandum in support of temporary restraining order; Review court dockets for Nutmeg litigation pending in Cook County; Review court orders and Uniphyd complaint; Draft notes regarding same; Analysis of same with D. Thorne.	1.80
10/07/09	Matthew P. Tyrrell	Continued to research the procedure under Illinois law for an appointed receiver to intervene as a plaintiff in litigation pending in the Circuit Court of Cook County; continued to draft petition to intervene.	1.10
10/08/09	Deborah L. Thorne	Telephone call to S. Nagler regarding assignment of cause of action (Financial Alchemy) to Receiver; also	0.40

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		discuss of documents due from R. Goulding.	
10/08/09	Deborah L. Thorne	Draft motion to authorize settlement with Jack Freedman.	1.10
10/09/09	Kevin C. Driscoll	Analyze receiver's report.	1.20
10/12/09	Leslie J. Weiss	Review Relief Defendants' Sworn Accounting.	0.30
10/12/09	Deborah L. Thorne	Review sworn statements of relief defendants.	0.30
10/12/09	Deborah L. Thorne	Continue work with Steve Nagler regarding R. Goulding documents and draft letter regarding same.	0.40
10/12/09	Deborah L. Thorne	Confer with L. Weiss regarding Ryan Goulding response, litigation filed by Randall Goulding, etc.	0.40
10/13/09	Leslie J. Weiss	Call with Ike Sutton regarding GoIP Global, call with D. Thorne.	0.20
10/14/09	Leslie J. Weiss	Review Crowe Horwath invoices (0.4), e-mail E. Remo (0.1), review letter from R. Goulding (0.2), e-mail to M. McFarlane (0.1), discuss claim letters for finder's fees and Stealth claim with Matt Gregoline (0.4), review file in Hotweb and other portfolio companies (0.5).	1.70
10/14/09	Leslie J. Weiss	Call with SEC - A. Shoenenthal and R. Moye, gather Harvey Altholtz materials for SEC, e-mail Altholtz materials to SEC.	1.00
10/15/09	Leslie J. Weiss	Go over GoIP Global 144 letter with KAE (0.3), review RMD Entertainment file (0.3), review Virogen file (0.3), prepare response letter to Randall Goulding (2.0), discuss litigation status with D. Thorne (0.3),	4.50

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		call with A. Shoenal at the SEC (0.3), work on demand letter for return of finder's fees (0.6), work on letter regarding claims against Stealth Fund (0.4).	
10/16/09	Leslie J. Weiss	Call with SEC (0.3), look into Pine Ridge Holdings (0.2), review letters to persons who received finder's fees (0.2), review letter regarding Stealth Fund (0.2), call with A. Shoenal (0.3), check SH list for Access Key against Relief defendants' Sworn Statements (0.2), attention to Relief Defendants' account statements (0.2), review Receiver's inventory list for Relief Defendants (0.2), e-mail to S. Nagler regarding same (0.1), send and receive e-mails from S. Nagler (0.1), discuss cases with D. Thorne (0.4), discuss payment by Motion of Crowe's fees (0.1).	2.50
10/16/09	Deborah L. Thorne	Telephone conference with R. Moye regarding fee applications and order setting J. Freedman matter.	0.30
10/16/09	Deborah L. Thorne	Coordinate expeditious summary of Receiver Report (.20); consider handling of Crowe invoices (.10).	0.30
10/16/09	Deborah L. Thorne	Meet with Receiver regarding litigation and whether it should be pursued.	0.40
10/16/09	Deborah L. Thorne	Telephone conference with J. Freedman concerning settlement and whether he is still on board.	0.30
10/16/09	Deborah L. Thorne	Telephone conference with R. Goulding regarding notice (.10); J. Freedman and other litigation (.30).	0.40
10/16/09	Deborah L. Thorne	Telephone call to Bank regarding copies of wire transfer instructions.	0.30

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
10/19/09	Deborah L. Thorne	Review all wire transfers for The Nutmeg LLC account and confer with Receiver.	1.30
10/20/09	Deborah L. Thorne	E-mail to SEC regarding wire instructions in excess of \$5 million and discuss with A. Shoenfeld.	0.40
10/20/09	Deborah L. Thorne	Review Crowe fees and communicate with SEC (.20); review Elijah fees and forward to SEC and Receiver (.10).	0.30
10/21/09	Leslie J. Weiss	Review Elijah bill and discuss with D. Thorne (0.3), call with R. Goulding regarding American Diversified (0.2), look into Access Key 144 issues regarding affiliates (0.2), call with Ike Sutton at GoIP Global (0.1), review 1099's for finders fees (0.1).	0.90
10/21/09	Deborah L. Thorne	Review Elijah invoice and discuss with Receiver (.20); consider issues concerning Financial Alchemy and assignment of claim (.20).	0.40
10/21/09	Deborah L. Thorne	Work on lawsuit issues and assignment of Financial Alchemy claim.	0.20
10/22/09	Leslie J. Weiss	Call with A. Shoenthal - SEC (0.2), review e-mails from Randall Goulding (0.1), discuss preparation of check ledger with C. Hendzel (0.1).	0.40
10/26/09	Deborah L. Thorne	Multiple telephone calls with National City, with SEC and with Receiver regarding obtaining copies of bank documents.	0.90
10/27/09	Deborah L. Thorne	Telephone call to J. Freedman concerning settlement and ask whether he has counsel (.20); e-mail regarding	0.30

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<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>
		same (.10).	
10/27/09	Deborah L. Thorne	Review pleading filed by Goulding , IRS returns and outline response.	1.10
10/29/09	Deborah L. Thorne	Work on review of summary proceedings to be filed (.40); review wage claim made by D. Goulding and discuss with Receiver (.40); draft letter to Department of Labor regarding receivership (.40).	1.20
10/29/09	Deborah L. Thorne	Telephone conference with J. Freedman's attorney concerning settlement and additional wires received by J. Freedman and draft e-mail to L. Weiss concerning same.	0.60
10/30/09	Deborah L. Thorne	Deal with hard drive delivery and documents.	0.10

		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Deborah L. Thorne	Partner	27.40	\$440.00	\$12,056.00
Leslie J. Weiss	Partner	11.50	\$455.00	\$5,232.50
Kevin C. Driscoll	Partner	1.20	\$345.00	\$414.00
Tina M. Paries	Associate	2.40	\$320.00	\$768.00
Matthew P. Tyrrell	Associate	2.80	\$235.00	\$658.00
TOTALS		45.30	\$422.26	\$19,128.50

TOTAL BILLED THIS MONTH **\$ 19,128.50**